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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 966
(MANUFACTURERS EQUIPMENT & SUPPLY COMPANY)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Manufacturers Equipment & Supply Company ("MESCO") respectfully submit this Joint Stipulation And Agreed Order (i) Changing The Name Of The Debtor Against Which The Claim Is Asserted, And (ii) Reducing And Capping Proof Of Claim Number 966 (Manufacturers Equipment & Supply Company) ("Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 15, 2005, MESCO filed proof of claim number 966 (the "Proof Of Claim") against Delphi. The Proof Of Claim asserts an unsecured non-priority claim in the amount of \$156,172.47 arising from the sale of goods (the "Claim").

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 19, 2007, MESCO filed its Response of Manufacturers Equipment & Supply Co In Opposition To Debtors' Fifteenth Omnibus Objection (Substantive)

Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8348) (the "Response").

WHEREAS, on March 3, 2008, to resolve the Fifteenth Omnibus Claims Objection with respect to the Proof of Claim, DAS LLC and MESCO entered into a settlement agreement whereby DAS LLC acknowledged and agreed that the Proof of Claim should be allowed against DAS LLC in the amount of \$5,760.88.

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and MESCO stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$5,760.88 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which MESCO is a party.

3. MESCO shall withdraw its Response to the Fifteenth Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 10th day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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